

RECORDATION NO. 23966-R FILED

DEC 16 '04 4-16 PM

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SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

December 16, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Second Amended and Restated Schedule No. 7, dated as of June 2, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Amended and Restated Schedule No. 6 previously filed with the Board under Recordation Number 23966-P.

The names and addresses of the parties to the enclosed document are:

Lessor:	Greenbrier Leasing Corporation One Centerpointe Drive, Suite 200 Lake Oswego, Oregon 97035
Lessee:	BC Rail Partnership 221 West Esplanade N. Vancouver, British Columbia V7M 3J1 Canada

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

180 flatcars: AOK 29350 - AOK 29449 and AOK 29500 - AOK 29579.

A short summary of the document to appear in the index is:

Second Amended and Restated Schedule No. 7.

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

*SECOND AMENDED AND RESTATED
MEMORANDUM OF LEASE AGREEMENT
BETWEEN
GREENBRIER LEASING CORPORATION ("LESSOR")
AND
BC RAIL PARTNERSHIP ("LESSEE")
MARCH 1, 2002
SECOND AMENDED AND RESTATED
SCHEDULE NO. 7
JUNE 2, 2004*

This Second Amended and Restated Memorandum of a Lease Agreement and Second Amended and Restated Schedule No. 7 thereto made and entered into as of June 2, 2004 (collectively, the "Lease Agreement"), by and between GREENBRIER LEASING CORPORATION, a Delaware corporation, ("Lessor") and BC RAIL PARTNERSHIP, a British Columbia partnership ("Lessee"), supercedes and replaces the Amended and Restated Memorandum of Lease dated June 2, 2004.

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor one hundred eighty (180) 73-foot, 110-ton, 286,000 lb. GRL, riserless deck center partition flatcars with fabricated top chords, marked and numbered AOK 29350 through AOK 29449 and AOK 29500 through AOK 29579, inclusive. One hundred (100) Cars will be equipped with ASF Super Service Ride Master trucks and eighty (80) Cars will be equipped with ASF Motion Control trucks.
2. The Lease Agreement and Second Amended and Restated Schedule No. 7 shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and Second Amended and Restated Schedule No. 7, as they may be amended from time to time.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR: GREENBRIER LEASING CORPORATION

By: 

Title: ~~Executive~~ Vice President

LESSEE: BC RAIL PARTNERSHIP

By: 

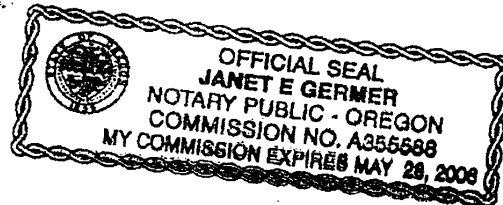
Title: Sr. Manager

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 16th day of December, 2004, before me personally appeared Mark J. Rittenbaum ~~Norris M. Webb~~, to me personally known, who being by me duly sworn, says that he is the ~~Executive~~ Vice President of GREENBRIER LEASING CORPORATION, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Germer
NOTARY PUBLIC

My commission expires: 5/28/2006



PROVINCE OF QUEBEC)
) ss.
DISTRICT OF MONTREAL)

On this 16th day of December, 2004, before me personally appeared John Lamont, to me personally known, who being by me duly sworn, says that he or she is the Sr. Manager of BC RAIL PARTNERSHIP, that the foregoing instrument was signed on behalf of said partnership, and he or she acknowledged that the execution of the said instrument was his or her free act and deed.

[Signature]
Attorney

Bar Number: 188726-2

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

12/16/04



Robert W. Alvord